

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

RECORDATION NO. 29606 FILED

JAN 07 '11 -12 35 PM

SURFACE TRANSPORTATION BOARD

JAN 7 2011

VIA UPS 2<sup>nd</sup> DAY AIR

January 4, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 21, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Oil-Dri Corporation of America  
Georgia Highway 3 North  
Ochlocknee, GA 31773

A description of the railroad equipment covered by the enclosed document is for four (4) hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure

(OIDR003)

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ASSGN. NO.: OADR003

## MEMORANDUM OF LEASE

SUNRAIL TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of December, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Oil-Dri Corporation of America ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 5, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

ATTEST:

By: Susan GrobulskyName: SUSAN GROBULSKY  
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 21<sup>st</sup> day of December, 2010.

[CORPORATE SEAL]

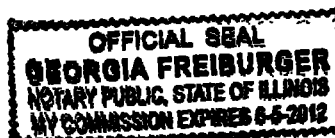
STATE OF ILLINOISCOUNTY OF COCK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of December, 2010.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-5-2012  
(Notary Public)

LESSEE:

OIL-DRI CORPORATION OF AMERICA

ATTEST:

By: [Signature]

Name: DAVID C WETSKIE

Title: V P LOGISTICS

By: [Signature]

Name: MARK RUCICH

Title: Domestic Traffic Mgr

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Four (4)

**DESCRIPTION OF CARS:** 5150 cubic foot capacity, Pressure Differential Covered Hopper Cars with 263,000 lbs GRL. (Car Type: C614).

**CAR NUMBERS:** FURX 893426, 893978, 894160, 894162